

 **India Cements Capital Limited**

Regd. & Corp. Office : 'Dhun Building'

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No. : L65191TN1985PLC012362

ICCL/

30th May, 2019

BSE Limited
Corporate Relationship Department
1st Floor, Near Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400 001.

SCRIP CODE : 511355

Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March 2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Mr.G.Porselvam, Practising Company Secretary for the year ended 31st March, 2019.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for **INDIA CEMENTS CAPITAL LIMITED**



COMPANY SECRETARY

Encl.: As above

LPF Building, II Floor, 25,(10) Thiyagaraja Street, North Usman Road, T. Nagar, Chennai - 600 017.

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED MARCH, 2019
of M/s. INDIA CEMENTS CAPITAL LIMITED

I G Porselvam, Company Secretary in Practice, have examined:



- (a) all the documents and records made available to us and explanation provided M/s. **INDIA CEMENTS CAPITAL LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2019 ("Review period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. (Not applicable to the Company during the Audit Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable to the Company during the Audit Period)

- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993.
- (h) The Depositories Act, 1996 (as amended) and the Regulations and Bye-laws framed thereunder to the extent of Regulation that are applicable to the company;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.
- (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable to the Company during the Audit Period) and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NIL	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
			NIL	




(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
THIS BEING THE FIRST ANNUAL COMPLIANCE REPORT - NOT APPLICABLE				

Place : Chennai

Date : 24/05/2019

G.PORSELVAM

Company Secretary in Practice

C.P.NO. 3187

